DOHERTY
RUMBLE
& BUTLER
PROFESSIONAL ASSOCIATION

2800 Minnesota World Trade Center
30 East Seventh Street
Saint Paul, Minnesota 55101-4999
Telephone (612) 291-9333
FAX (612) 291-9313

3750 IDS Tower
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Washington, D.C. 20036-3203
Telephone (202) 293-0555
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Attorneys at Law

Writer's direct dial number: (612) 291-9411

Reply to Saint Paul office

May 4, 1990

0-151A02 RECORDATION NO 14495-C FILED 1425

Interstate Commerce Commission
12th Street & Constitution Avenue N.W.
Washington, D.C. 20423

MAY 11 1990 -12 30 PM
INTERSTATE COMMERCE COMMISSION

Dear Sir or Madam:

Enclosed for filing with your office is a First Amendment to Equipment Lease by and between Heleasco Twenty-Three, Inc., whose address is 3411 Silverside Road, Weldin Building, Suite 201, Willington, Delaware 19810, and Western Fuels Association, Inc., whose address is 1225 19th Street N.W., Washington, D.C. 20036. The purpose of the amendment is to correct the description of certain collateral, specifically 10 hopper coal cars identified by numbers WFAX84288 to and including WFAX84297.

I have enclosed two fully executed and notarized amendment documents. I understand that one original will be returned to me after completion of the registration.

Our check in the amount of $15 is enclosed to cover the filing fee.

Any questions or comments regarding this matter should be directed to me at the above address and phone number. Thank you for your assistance.

Very truly yours,

DOHERTY RUMBLE & BUTLER
PROFESSIONAL ASSOCIATION

Karen R. Kees

Karen R. Kees
Legal Assistant

KRK/jll:0050
Enclosure

cc: David P. Swanson

MAY 11 12 24 PM '90

MAY 11 12 24 PM '90

DOHERTY
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& BUTLER
PROFESSIONAL ASSOCIATION

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PROFESSIONAL ASSOCIATION

Karen R. Kees

Karen R. Kees
Legal Assistant

KRK/jll:0050
Enclosure

cc: David P. Swanson

Interstate Commerce Commission

Washington, D.C. 20423

5/25/90

OFFICE OF THE SECRETARY

Karen R. Kees
Doherty Rumble & Butler
2800 Minnesota World Trade Center
30 East Seventh Street
St Paul Minnesota 55101-4999

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/11/90 at 12:30pm, and assigned recordation number(s). 14495-C

Sincerely yours,

Noreta R. McGee

Noreta R. McGee
Secretary

Enclosure(s)

RECORDATION NO. 14495-C FILED 1425

MAY 11 1990 -12 .. PM

INTERSTATE COMMERCE COMMISSION

FIRST AMENDMENT TO EQUIPMENT LEASE

THIS FIRST AMENDMENT TO EQUIPMENT LEASE is dated as of March 13, 1990 (this "First Amendment"), and is by and between Heleasco Twenty-Three, Inc. (the "Lessor"), and Western Fuels Association, Inc. (the "Lessee").

WHEREAS, the Lessor and the Lessee entered into an Equipment Lease dated as of December 5, 1984 (the "Original Lease"), under which the Lessor leased to the Lessee certain equipment as described therein; and

WHEREAS, the Original Lease was filed with the Interstate Commerce Commission on December 6, 1984, as Recordation No. 14495; and

WHEREAS, pursuant to the Original Lease, on December 19, 1984, the Lessor and the Lessee entered into Rental Schedule No. 2 ("Rental Schedule No. 2"), under which certain items of equipment were made subject to the Original Lease, including 10 hopper coal cars which are identified in Rental Schedule No. 2 as having Identifying Numbers WFAX84290 to and including WFAX84299; and

WHEREAS, Rental Schedule No. 2 was filed with the Interstate Commerce Commission on December 19, 1984, as Recordation No. 14495-B; and

WHEREAS, the identifying numbers for the 10 hopper coal cars described above were incorrectly set forth in Rental Schedule No. 2, and the parties hereto wish to execute this First Amendment to accurately identify the identifying numbers of such hopper coal cars;

NOW, THEREFORE, in consideration of the foregoing, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereby agree as follows:

1. INTERPRETATION. This First Amendment is executed as and shall constitute an amendment to the Original Lease and Rental Schedule No. 2, and shall be construed in connection with and as a part of the Original Lease and Rental Schedule No. 2. Any capitalized terms used herein but not otherwise defined herein shall have the meanings given to them in the Original Lease.

2. AMENDMENT TO RENTAL SCHEDULE NO. 2. The phrase "WFAX84290 to and including WFAX84299", as set forth on the first page of Rental Schedule No. 2 immediately to the right of the phrase "10 Hopper Coal Cars" and underneath the heading

"Identifying Numbers", is hereby deleted from Rental Schedule No. 2, and the following phrase is hereby substituted in place thereof: "WFAX84288 to and including WFAX84297".

3. CONFIRMATION OF ORIGINAL LEASE AND RENTAL SCHEDULE NO. 2. As amended hereby, the Original Lease and Rental Schedule No. 2, and all other agreements and writings of the parties related thereto, are hereby ratified and confirmed in all respects.

4. EFFECTIVE DATE. This First Amendment shall be effective when it has been signed on behalf of each of the Lessor and the Lessee, and the Wichita Bank for Cooperatives has consented to this First Amendment in the space provided below. Upon its effectiveness, this First Amendment shall be deemed to be effective from the date of execution of Rental Schedule No. 2.

IN WITNESS WHEREOF, this First Amendment has been executed by the duly authorized officers of the Lessor and the Lessee as of the date first above written.

HELEASCO TWENTY-THREE, INC.
(LESSOR)

By _____
Its _____

WESTERN FUELS ASSOCIATION, INC.
(LESSEE)

By _____
Its General Manager & CEO

CONSENT

The undersigned, the Wichita Bank for Cooperatives, hereby consents to the foregoing First Amendment.

NATIONAL BANK FOR COOPERATIVES
formerly
WICHITA BANK FOR COOPERATIVES

By _____
Its Vice President
Date: March 7, 1990

DPSamd01

ACKNOWLEDGMENT

STATE OF Delaware)
) ss.
COUNTY OF New Castle)

On this 15th day of March, 1990, before me personally appeared Philip A. Lawson, to me personally known, who being by me duly sworn, says that he is the President of Heleasco Twenty-Three, Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Julie K. Dubrow
Notary Public
My Commission Expires: 6/24/91

(Seal)

DPSamd01

ACKNOWLEDGMENT

DISTRICT OF COLUMBIA, ss:

On this 27th day of February, 1990, before me personally appeared Fredrick D. Palmer, to me personally known, who being by me duly sworn, says that he is the General Manager & CEO of Western Fuels Association, Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Virginia C. Richards
Notary Public
My Commission Expires: _____
My Commission Expires April 14, 1991

(Seal)

DPSamd01

ACKNOWLEDGMENT

STATE OF Kansas)
) ss.
COUNTY OF Sedgwick)

On this 7th day of March, 1990, before me personally appeared Jerry L. Bushek, to me personally known, who being by me duly sworn, says that he is the Vice President of the National Bank for Cooperatives, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

SUSAN MILAN
(Seal) NOTARY PUBLIC
My Appt. Exp. 1-27-93
STATE OF KANSAS

Susan Milan
Notary Public
My Commission Expires: 1-27-93